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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation NICHOLAS ENDOWMENT		A Employer identification number 46-6117991	
Number and street (or P O box number if mail is not delivered to street address) 1505 E 17TH STREET SUITE 101		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SANTA ANA, CA 92705		B Telephone number (see instructions) (714) 647-0900	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 36,000,028		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	707,268	706,024		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,195,922			
	b Gross sales price for all assets on line 6a 10,185,847				
	7 Capital gain net income (from Part IV , line 2)		2,195,922		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 148,039	137,736		
	12 Total. Add lines 1 through 11	3,051,229	3,039,682		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	 22,870	17,120		5,750
	c Other professional fees (attach schedule)	 142,124	101,919		40,205
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 14,305	11,969		2,336
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 21,794	0		21,794
	24 Total operating and administrative expenses. Add lines 13 through 23	201,093	131,008		70,085
	25 Contributions, gifts, grants paid	1,478,505			1,478,505
	26 Total expenses and disbursements. Add lines 24 and 25	1,679,598	131,008		1,548,590
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,371,631			
	b Net investment income (if negative, enter -0-)		2,908,674		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	736,891	475,638	475,638
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	38,000,352	35,524,390	35,524,390
	Liabilities	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
15		Other assets (describe ▶ _____)			
16		Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	38,737,243	36,000,028	36,000,028
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
21		Mortgages and other notes payable (attach schedule).			
22		Other liabilities (describe ▶ _____)	141,761	116,761	
23		Total liabilities(add lines 17 through 22)	141,761	116,761	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	38,595,482	35,883,267	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances(see instructions)	38,595,482	35,883,267	
	31	Total liabilities and net assets/fund balances(see instructions)	38,737,243	36,000,028	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 38,595,482
2	Enter amount from Part I, line 27a	2 1,371,631
3	Other increases not included in line 2 (itemize) ▶ _____	3 8,000
4	Add lines 1, 2, and 3	4 39,975,113
5	Decreases not included in line 2 (itemize) ▶ _____	5 4,091,846
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 35,883,267

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,195,922
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,621,162	33,070,236	0 049022
2013	1,787,130	36,343,862	0 049173
2012	1,674,041	34,414,539	0 048643
2011	802,500	35,197,566	0 022800
2010			

2	Total of line 1, column (d).	2	0 169638
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 042410
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	37,917,868
5	Multiply line 4 by line 3.	5	1,608,097
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	29,087
7	Add lines 5 and 6.	7	1,637,184
8	Enter qualifying distributions from Part XII, line 4.	8	1,548,590

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	58,173
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	58,173
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	58,173
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	20,715
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	5,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	26,215
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	144
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	32,102
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ Refunded ▶	11	

Part VII-A **Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.NICHOLAS-ENDOWMENT.ORG</u>	13	Yes	
14	The books are in care of ► <u>DANIEL STETSON</u> Telephone no ► <u>(714) 647-0900</u> Located at ► <u>1505 E 17TH STREET SUITE 101 SANTA ANA CA</u> ZIP+4 ► <u>92705</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here. ▶	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CANTERBURY CONSULTING INC 660 NEWPORT CENTER DRIVE STE 300 NEWPORT BEACH, CA 92660	INVESTMENT MANAGEMENT	59,485
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	37,745,258
b	Average of monthly cash balances.	1b	750,039
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	38,495,297
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	38,495,297
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	577,429
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,917,868
6	Minimum investment return. Enter 5% of line 5.	6	1,895,893

Part XI Distributable Amount(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,895,893
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	58,173
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	58,173
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,837,720
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,837,720
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,837,720

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,548,590
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,548,590
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,548,590

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,837,720
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			957,444	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,548,590				
a Applied to 2014, but not more than line 2a			957,444	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				591,146
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				1,246,574
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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b

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

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Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	1,478,505
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2015)

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

***** 2016-11-15 *****

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below
(see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name RICK SMETANKA	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01677376
	Firm's name ▶ HASKELL & WHITE LLP			Firm's EIN ▶ 33-0310569	
	Firm's address ▶ 300 SPECTRUM CENTER DR STE 300 IRVINE, CA 92618			Phone no (949) 450-6200	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CHARLES SCHWAB 4893	P	2015-01-01	2015-12-31
CHARLES SCHWAB 4893	P	2015-01-01	2015-12-31
CHARLES SCHWAB 5307	P	2015-01-01	2015-12-31
CHARLES SCHWAB 5307	P	2015-01-01	2015-12-31
CHARLES SCHWAB 5307	P	2015-01-01	2015-12-31
CHARLES SCHWAB 5307 WASH SALE ADJUSTMENT	P	2015-01-01	2015-12-31
CHARLES SCHWAB 5307 WASH SALE ADJUSTMENT	P	2015-01-01	2015-12-31
CHARLES SCHWAB 4893 MAINSTAY	P	2015-01-01	2015-01-13
CHARLES SCHWAB 4893 TEMPLETON	P	2015-01-01	2015-03-20
CHARLES SCHWAB 4893 DIAMOND HILL	P	2014-05-28	2015-06-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,498,740		4,471,414	27,326
370,000		336,643	33,357
22,990		23,332	-342
134,587		116,342	18,245
825,055		313,629	511,426
994			994
1,550			1,550
3,057,896		2,065,820	992,076
160,000		169,507	-9,507
400,000		202,420	197,580

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			27,326
			33,357
			-342
			18,245
			511,426
			994
			1,550
			992,076
			-9,507
			197,580

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CHARLES SCHWAB 4893 DIAMOND HILL	P	2014-05-28	2015-09-30
CHARLES SCHWAB 5307 LAZARD	P	2014-05-14	2015-09-28
CHARLES SCHWAB 5307 FORSTER	P	2015-01-01	2015-01-29
CAPITAL GAIN DISTRIBUTION	P	2015-01-01	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
500,000		270,560	229,440
5,854		4,440	1,414
162		15,818	-15,656
208,019			208,019

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			229,440
			1,414
			-15,656
			208,019

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DANIEL T STETSON	TREASURER 2 00	0	0	0
1505 E 17TH STREET SUITE 101 SANTA ANA,CA 92705				
CLAUDIA SANGSTER	TRUSTEE AND CHAIR 2 00	0	0	0
1505 E 17TH STREET SUITE 101 SANTA ANA,CA 92705				
PAULA TOMEI	TRUSTEE 2 00	0	0	0
1505 E 17TH STREET SUITE 101 SANTA ANA,CA 92705				
ROBERT FELLER	TRUSTEE 2 00	0	0	0
1505 E 17TH STREET SUITE 101 SANTA ANA,CA 92705				
ANNE OLIN	EXECUTIVE DIRECTOR 2 00	40,205	0	0
1505 E 17TH STREET SUITE 101 SANTA ANA,CA 92705				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BOWERS MUSEUM 2002 NORTH MAIN STREET SANTA ANA,CA 92706	NON-PROFIT ORGANIZATION	501(C)(3)	ART ACCESS PROGRAM	110,000
CHILDREN'S HOSPITAL OF ORANGE COUNTY 455 S MAIN ST ORANGE,CA 92868	NON-PROFIT ORGANIZATION	501(C)(3)	CHOC CHILDREN'S PEDIATRIC ADVANCED CARE TEAM	85,000
MISSION SAN JUAN CAPISTRANO 26801 ORTEGA HIGHWAY SAN JUAN CAPISTRANO,CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	ADOPT-A-CLASS SCHOLARSHIP PROGRAM	50,000
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT,CA 92629	NON-PROFIT ORGANIZATION	501(C)(3)	CORE OPERATING AND CAPACITY BUILDING SUPPORT	150,000
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD SUITE 510 NEWPORT BEACH,CA 92660	NON-PROFIT ORGANIZATION	501(C)(3)	CORE OPERATING	87,500
PACIFIC SYMPHONY 3631 S HARBOR BLVD STE 100 SANTA ANA,CA 92704	NON-PROFIT ORGANIZATION	501(C)(3)	CORE OPERATING	150,000
SOUTH COAST REPERTORY PO BOX 2197 COSTA MESA,CA 92626	NON-PROFIT ORGANIZATION	501(C)(3)	CORE OPERATING	150,000
ST MARGARET'S OF SCOTLAND EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO,CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	BREAKTHROUGH SAN JUAN CAPISTRANO	50,000
UCI FOUNDATION 100 THEORY SUITE 250 IRVINE,CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	CLAIRE TREVOR SCHOOL OF ARTS - COMMUNITY ENGAGEMENT	50,000
UCI FOUNDATION 100 THEORY SUITE 250 IRVINE,CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	EDUCATION AND SCHOOL OF BIOLOGICAL SCIENCES - WHERE DOES THE WATER GO?	50,000
UCI FOUNDATION 100 THEORY SUITE 250 IRVINE,CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	HENRY SAMUELI SCHOOL OF ENGINEERING - FAB CAMP	50,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD SUITE 1508 LOS ANGELES,CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	CENTER FOR THE ART OF PERFORMANCE - DESIGN FOR SHARING	40,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD SUITE 1508 LOS ANGELES,CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	COLLEGE OF LETTERS & SCIENCE - SOCIAL ENTERPRISE ACADEMY (SEA)	75,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD SUITE 1508 LOS ANGELES,CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	FOWLER MUSEUM - K-12 EDUCATION PROGRAMS	35,000
ST MARGARET'S OF SCOTLAND EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO,CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	SPECIAL CAMP FOR SPECIAL KIDS	50,000
Total ▶ 3a				1,478,505

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD SUITE 1508 LOS ANGELES,CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	ANDERSON SCHOOL OF MANAGEMENT - RIORDAN SCHOLARS PROGRAM	50,000
UCI FOUNDATION 100 THEORY SUITE 250 IRVINE,CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	SCHOOL OF MEDICINE - PEDIATRIC VISION CARE PLAN	100,000
UCI FOUNDATION 100 THEORY SUITE 250 IRVINE,CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	HENRY SAMUELI SCHOOL OF ENGINEERING - GIRLS MAKER ACADEMY	35,000
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD SUITE 510 NEWPORT BEACH,CA 92660	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	65,000
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD SUITE 510 NEWPORT BEACH,CA 92660	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	10,000
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT,CA 92629	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,005
UCI FOUNDATION 100 THEORY SUITE 250 IRVINE,CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD SUITE 1508 LOS ANGELES,CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
ST MARGARET'S OF SCOTLAND EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO,CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
SOUTH COAST REPERTORY PO BOX 2197 COSTA MESA,CA 92626	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
PACIFIC SYMPHONY 3631 S HARBOR BLVD STE 100 SANTA ANA,CA 92704	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD SUITE 510 NEWPORT BEACH,CA 92660	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
CHILDREN'S HOSPITAL OF ORANGE COUNTY 455 S MAIN ST ORANGE,CA 92868	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
THE BOWERS MUSEUM 2002 NORTH MAIN STREET SANTA ANA,CA 92706	NON-PROFIT ORGANIZATION	501(C)(3)	2015 PROFESSIONAL DEVELOPMENT	4,000
Total ▶ 3a				1,478,505

TY 2015 Accounting Fees Schedule**Name:** NICHOLAS ENDOWMENT**EIN:** 46-6117991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING - CONSULTING	11,500	5,750		5,750
TAX CONSULTING	11,370	11,370		0

TY 2015 Investments - Other Schedule

Name: NICHOLAS ENDOWMENT

EIN: 46-6117991

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PUBLICLY TRADED SECURITIES	FMV	35,524,390	35,524,390

TY 2015 Other Decreases Schedule**Name:** NICHOLAS ENDOWMENT**EIN:** 46-6117991

Description	Amount
UNREALIZED LOSS	4,091,846

TY 2015 Other Expenses Schedule**Name:** NICHOLAS ENDOWMENT**EIN:** 46-6117991

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP AND SUBSCRIPTIONS	13,250	0		13,250
INSURANCE	8,462	0		8,462
MISCELLANEOUS EXPENSE	82	0		82

TY 2015 Other Income Schedule**Name:** NICHOLAS ENDOWMENT**EIN:** 46-6117991

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH INCOME/(LOSS)	148,039	137,736	148,039

TY 2015 Other Increases Schedule**Name:** NICHOLAS ENDOWMENT**EIN:** 46-6117991

Description	Amount
DEFERRED TAX	8,000

TY 2015 Other Liabilities Schedule

Name: NICHOLAS ENDOWMENT

EIN: 46-6117991

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED INCOME TAX LIABILITY	141,761	116,761

TY 2015 Other Professional Fees Schedule**Name:** NICHOLAS ENDOWMENT**EIN:** 46-6117991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY SERVICES	59,485	59,485		0
ADMINISTRATIVE MANAGEMENT FEES	40,205	0		40,205
MANAGER FEES - US EQUITIES	42,434	42,434		0

TY 2015 Taxes Schedule

Name: NICHOLAS ENDOWMENT

EIN: 46-6117991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES & LICENSES	4,673	2,337		2,336
FOREIGN TAX PAID	9,632	9,632		0